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2800 4th Street N.  
Suite #111  
St. Petersburg, Florida 33704

October 4, 1996

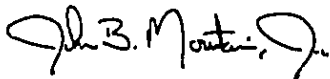
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Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for Ondine Yacht Charters, Inc. I have also included a check in the amount of \$122.50. If there is any other information required, please do not hesitate to call me at (813) 528-1781.

Sincerely,



John B. Mountain, Jr.

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ONDINE YACHT CHARTERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1.      Name.      The name of the Corporation is:  
ONDINE YACHT CHARTERS, INC.

Article 2.      Duration.      The duration of the Corporation is perpetual.

Article 3.      Purpose.      The general purposes for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Article 4.      Capital Stock.      The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1 per share.

Article 5.      Initial Registered Office and Agent.      The street address and mailing address of the initial Registered Office of the Corporation and the Principal Address of the Corporation is:

2800 4th Street N,  
Suite #111  
St. Petersburg, Florida 33704

and the name of its initial Registered Agent at that address is:

John B. Mountain, Jr.

Article 6.      Initial Board of Directors.      The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

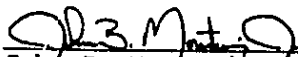
<u>Name</u>	<u>Address</u>
John B. Mountain, Jr.	2800 4th Street N. Suite #111 St. Petersburg, Florida 33704

Article 7.      Incorporators.      The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
John B. Mountain, Jr.	2800 4th Street N. Suite #111 St. Petersburg, Florida 33704

Article 8.      Amendment.      The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4th day of October, 1996.

  
John B. Mountain, Jr.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ONDINE YACHT CHARTERS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 4th day of October, 1996.

Q.B.M. + Q  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA